



QUARTERLY STATEMENT

AS OF JUNE 30, 2007

OF THE CONDITION AND AFFAIRS OF THE

Physicians Health Plan of Mid-Michigan

NAIC Group Code 3408 (Current Period) , 3408 (Prior Period) NAIC Company Code 95849 Employer's ID Number 38-2356288

Organized under the Laws of Michigan , State of Domicile or Port of Entry Michigan

Country of Domicile US

Licensed as business type:

Life Accident and Health [] Property/Casualty [] Hospital, Medical and Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Other []
Health Maintenance Organization [X] Is HMO Federally Qualified? Yes () No (X)

Incorporated/Organized December 18, 1980 Commenced Business October 1, 1981

Statutory Home Office 1400 E. Michigan Avenue, Lansing, Michigan 48912 (Street and Number, City or Town, State and Zip Code)

Main Administrative Office 1400 E. Michigan Avenue, Lansing, Michigan 48912 (Street and Number, City or Town, State and Zip Code) 517-364-8400 (Area Code) (Telephone Number)

Mail Address PO Box 30377, Lansing, Michigan 48909 (Street and Number, City or Town, State and Zip Code)

Primary Location of Books and Records 1400 E. Michigan Avenue, Lansing, Michigan 48912 (Street and Number, City or Town, State and Zip Code)
517-364-8400 (Area Code) (Telephone Number)

Internet Website Address www.phpmm.org

Statutory Statement Contact Jackie Eddy (Name) 517-364-8400 (Area Code) (Telephone Number) (Extension)
jackie.eddy@phpmm.org (E-Mail Address) 517-364-8407 (Fax Number)

Policyowners Relations Contact and Phone Number 1400 E. Michigan Avenue, Lansing, Michigan 48912 (Street and Number, City or Town, State and Zip Code) 517-364-8400 (Area Code) (Telephone Number) (Extension)

OFFICERS

1. Scott Wilkerson (President)
3. David Vis (Assistant Secretary)
2. Chris Bergman (Treasurer)
4. Randy Rifkin (Secretary)

VICE PRESIDENTS

Marylee Davis, PhD (Chairperson)

DIRECTORS OR TRUSTEES

- Dawn Springer, MD
Dennis Swan
Marylee Davis, PhD
Richard Bruner
Donald Knickerbocker, MD
Larry Rawsthorne, MD
Chris Bergman
Scott Wilkerson
- Virginia Hilbert
Wendell Barron
Dennis Muchmore
Brian McCardel, MD
Martha Bibbs
Patrick Gribben
Randy Rifkin

State of Michigan }
County of Ingham } SS

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

Scott Wilkerson President Chris Bergman Treasurer David Vis Assistant Secretary

Subscribed and sworn to before me this day of
a. Is this an original filing? Yes (X) No ()
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Col. 1 minus Col. 2)	Prior Year Net Admitted Assets
1. Bonds				
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	17,707,845		17,707,845	22,480,212
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	2,415,363		2,415,363	2,615,485
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 12,274,064), cash equivalents (\$) and short-term investments (\$ 35,894,473)	48,168,537		48,168,537	34,997,214
6. Contract loans (including \$ premium notes)				
7. Other invested assets	7,333,400		7,333,400	6,602,332
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Line 1 to Line 9)	75,625,145		75,625,145	66,695,243
11. Title plants less \$ charged off (for Title insurers only)				
12. Investment income due and accrued	238,630		238,630	193,829
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	2,537,123	385,868	2,151,255	415,474
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	4,013,573		4,013,573	753,205
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	10,849,552	10,849,552		
19. Furniture and equipment, including health care delivery assets (\$)	304,610	304,610		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	2,088,542		2,088,542	2,663,803
22. Health care (\$ 1,337,062) and other amounts receivable	5,759,423		5,759,423	1,802,057
23. Aggregate write-ins for other than invested assets	410,047	410,047		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 10 to Line 23)	101,826,645	11,950,077	89,876,568	72,523,611
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Totals (Line 24 and Line 25)	101,826,645	11,950,077	89,876,568	72,523,611
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Line 0901 through Line 0903 plus Line 0998) (Line 9 above)				
2301. PREPAIDS	410,047	410,047		
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above)	410,047	410,047		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$ reinsurance ceded)	36,274,593	3,587,597	39,862,190	24,196,087
2. Accrued medical incentive pool and bonus amounts.	5,769,170		5,769,170	12,900,856
3. Unpaid claims adjustment expenses	229,928		229,928	518,416
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	3,003,728		3,003,728	452,848
9. General expenses due or accrued	725,319		725,319	1,635,303
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others	947,031		947,031	153,569
13. Remittances and items not allocated.				1,216
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)				
15. Amounts due to parent , subsidiaries and affiliates	3,911,810		3,911,810	2,025,681
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans				
21. Aggregate write-ins for other liabilities (including \$ current)				
22. Total liabilities (Line 1 to Line 21)	50,861,579	3,587,597	54,449,176	41,883,976
23. Aggregate write-ins for special surplus funds	XXX	XXX		
24. Common capital stock	XXX	XXX		
25. Preferred capital stock	XXX	XXX		
26. Gross paid in and contributed surplus	XXX	XXX		
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX		
29. Unassigned funds (surplus)	XXX	XXX	35,427,392	30,639,635
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24 \$)	XXX	XXX		
30.2 shares preferred (value included in Line 25 \$)	XXX	XXX		
31. Total capital and surplus (Line 23 to Line 29 minus Line 30)	XXX	XXX	35,427,392	30,639,635
32. Total Liabilities, capital and surplus (Line 22 and Line 31)	XXX	XXX	89,876,568	72,523,611
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. Totals (Line 2101 through Line 2103 plus Line 2198) (Line 21 above)				
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above)	XXX	XXX		
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX		
2899. Totals (Line 2801 through Line 2803 plus Line 2898) (Line 28 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year to Date
	1	2	3
	Uncovered	Total	Total
1. Member Months	X X X	365,923	418,881
2. Net premium income (including \$ non-health premium income)	X X X	111,123,522	114,675,412
3. Change in unearned premium reserves and reserve for rate credits	X X X		
4. Fee-for-service (net of \$ medical expenses)	X X X		
5. Risk revenue	X X X		
6. Aggregate write-ins for other health care related revenues	X X X		
7. Aggregate write-ins for other non-health revenues	X X X		
8. Total revenues (Line 2 to Line 7)	X X X	111,123,522	114,675,412
Hospital and Medical:			
9. Hospital/medical benefits	6,489,711	69,022,116	67,612,288
10. Other professional services	596,538	6,344,549	8,955,870
11. Outside referrals			
12. Emergency room and out-of-area	298,054	3,169,992	4,294,778
13. Prescription drugs	1,373,013	15,255,704	15,188,693
14. Aggregate write-ins for other hospital and medical	12,851	142,787	293,764
15. Incentive pool, withhold adjustments and bonus amounts		6,155,309	6,313,247
16. Subtotal (Line 9 to Line 15)	8,770,167	100,090,457	102,658,640
Less:			
17. Net reinsurance recoveries		2,868,322	188,000
18. Total hospital and medical (Line 16 minus Line 17)	8,770,167	97,222,135	102,470,640
19. Non-health claims (net)			
20. Claims adjustment expenses, including \$ 85,752 cost containment expenses		2,729,474	2,577,640
21. General administrative expenses		8,966,170	7,379,747
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)			
23. Total underwriting deductions (Line 18 through Line 22)	8,770,167	108,917,779	112,428,027
24. Net underwriting gain or (loss) (Line 8 minus Line 23)	X X X	2,205,743	2,247,385
25. Net investment income earned		1,297,741	1,363,268
26. Net realized capital gains (losses) less capital gains tax of \$		(122,196)	447,611
27. Net investment gains (losses) (Line 25 plus Line 26)		1,175,545	1,810,879
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			
29. Aggregate write-ins for other income or expenses		(1,100)	9,389
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Line 24 plus Line 27 plus Line 28 plus Line 29)	X X X	3,380,188	4,067,653
31. Federal and foreign income taxes incurred	X X X		
32. Net income (loss) (Line 30 minus Line 31)	X X X	3,380,188	4,067,653
DETAILS OF WRITE-INS			
0601.	X X X		
0602.	X X X		
0603.	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699. Totals (Line 0601 through Line 0603 plus Line 0698) (Line 6 above)	X X X		
0701.	X X X		
0702.	X X X		
0703.	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799. Totals (Line 0701 through Line 0703 plus Line 0798) (Line 7 above)	X X X		
1401. OTHER MEDICAL COSTS PAID	12,851	142,787	293,764
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)	12,851	142,787	293,764
2901. OTHER SETTLEMENTS		(1,100)	9,389
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)		(1,100)	9,389

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1	2	3
	Current Year to Date	Prior Year To Date	Prior Year
33. Capital and surplus prior reporting year	30,639,635	34,738,487	34,738,487
34. Net income (loss) from Line 32	3,380,188	4,067,653	7,562,435
35. Change in valuation basis of aggregate policy and claims reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	16,585	(695,876)	95,793
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	1,390,984	(3,639,157)	(8,757,080)
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Tranferred from capital			
46. Dividends to stockholders			(3,000,000)
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Line 34 to Line 47)	4,787,757	(267,380)	(4,098,852)
49. Capital and surplus end of reporting period (Line 33 plus Line 48)	35,427,392	34,471,107	30,639,635
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above)			

CASH FLOW

	1	2
	Current Year To Date	Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	111,552,753	228,746,003
2. Net investment income	2,694,463	4,422,423
3. Miscellaneous income		
4. Total (Line 1 through Line 3)	114,247,216	233,168,426
5. Benefit and loss related payments	91,948,086	206,467,161
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	12,628,153	15,268,568
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)		
10. Total (Line 5 through Line9)	104,576,239	221,735,729
11. Net cash from operations (Line 4 minus Line 10)	9,670,977	11,432,697
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds		
12.2 Stocks	6,223,327	14,531,408
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		109,550
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds	86,571	(144,010)
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	6,309,898	14,496,948
13. Cost of investments acquired (long-term only):		
13.1 Bonds		
13.2 Stocks	1,349,886	12,797,956
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets	1,088,506	650,000
13.6 Miscellaneous applications	131,636	360,773
13.7 Total investments acquired (Line 13.1 through Line 13.6)	2,570,028	13,808,729
14. Net increase or (decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	3,739,870	688,219
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		3,000,000
16.6 Other cash provided (applied)	(239,524)	(13,741,188)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(239,524)	(16,741,188)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	13,171,323	(4,620,272)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	34,997,214	39,617,486
19.2 End of period (Line 18 plus Line 19.1)	48,168,537	34,997,214

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001		
20.0002		
20.0003		
20.0004		
20.0005		
20.0006		
20.0007		
20.0008		
20.0009		
20.0010		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital and Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	70,501	236	70,265							
2. First Quarter	61,101	232	60,869							
3. Second Quarter	60,272	253	60,019							
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	365,923	1,462	364,461							
Total Member Ambulatory Encounters for Period:										
7. Physician	216,308	1,138	215,170							
8. Non-Physician	76,000	400	75,600							
9. Total	292,308	1,538	290,770							
10. Hospital Patient Days Incurred	8,118	105	8,013							
11. Number of Inpatient Admissions	3,010	17	2,993							
12. Health Premiums Written (a)	112,387,673	449,031	111,938,642							
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	112,387,673	449,031	111,938,642							
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	88,502,543	336,043	88,166,500							
18. Amount Incurred for Provision of Health Care Services	100,090,457	420,143	99,670,314							

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 - Aggregate accounts not individually listed-uncovered	14,057,117	9,377,095	5,068,038	3,696,276	3,261,513	35,460,039
0399999 - Aggregate accounts not individually listed-covered	1,390,264	927,405	501,235	365,566	322,567	3,507,037
0499999 - Subtotals	15,447,381	10,304,500	5,569,273	4,061,842	3,584,080	38,967,076
0599999 - Unreported claims and other claim reserves						39,862,190
0799999 - Total claims unpaid						39,862,190
0899999 - Accrued medical incentive pool and bonus amounts						5,769,170

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 plus 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	20,111,913	63,129,957	1,450,049	38,412,141	21,561,962	24,196,087
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Line 1 to Line 8)	20,111,913	63,129,957	1,450,049	38,412,141	21,561,962	24,196,087
10. Healthcare recievables (a)	185,852	1,151,210			185,852	1,522,237
11. Other non-health						
12. Medical incentive pools and bonus amounts	1,055,089	4,205,584	265,033	5,504,137	1,320,122	12,900,856
13. Totals	20,981,150	66,184,331	1,715,082	43,916,278	22,696,232	35,574,706

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

No significant change.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

No significant change.

3. BUSINESS COMBINATIONS AND GOODWILL

No significant change.

4. DISCONTINUED OPERATIONS

No significant change.

5. INVESTMENTS

No significant change.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No significant change.

7. INVESTMENT INCOME

No significant change.

8. DERIVATIVE INSTRUMENTS

No significant change.

9. INCOME TAXES

No significant change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

No significant change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

NOTES TO FINANCIAL STATEMENTS

13. CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

No significant change.

14. CONTINGENCIES

No significant change.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

No significant change.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No significant change.

19. DIRECT PREMIUM WRITTEN / PRODUCED BY MANAGING GENERAL AGENTS / THIRD PARTY ADMINISTRATORS

No significant change.

20. SEPTEMBER 11 EVENTS

No significant change.

21. OTHER ITEMS

No significant change.

22. EVENTS SUBSEQUENT

No significant change.

23. REINSURANCE

No significant change.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACT SUBJECT TO REDETERMINATION

No significant change.

NOTES TO FINANCIAL STATEMENTS

25. CHANGE IN INCURRED LOSSES

No significant change.

26. INTERCOMPANY POOLING

No significant change.

27. STRUCTURED SETTLEMENTS

No significant change.

28. HEALTH CARE RECEIVABLES

No significant change.

29. PARTICIPATING POLICIES

No significant change.

30. PREMIUM DEFICIENCY RESERVES

No significant change.

31. ANTICIPATED SALVAGE AND SUBROGATION

No significant change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes () No (X)
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes () No ()
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes () No (X)
- 2.2

If yes, date of change:

.....
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes () No (X)
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes () No (X)
- 4.2

If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....
.....
.....

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes () No (X) N/A ()
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2005
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2001
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

04/09/2003
- 6.4

By what department or departments?

MICHIGAN OFFICE OF FINANCIAL & INSURANCE SERVICES (OFIS)
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes () No (X)
- 7.2

If yes, give full information

.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes () No (X)
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes () No (X)
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....
.....
.....

GENERAL INTERROGATORIES (continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted .)

- 9.1

Are the senior officers (principal executive officer , principal financial officer , principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics , which includes the following standards?
(a) Honest and ethical conduct , including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full , fair , accurate , timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws , rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code .

Yes (X) No ()
- 9.11

If the response to 9.1 is No , please explain:

.....
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes () No (X)
- 9.21

If the response to 9.2 is Yes , provide information related to amendment (s) .

.....
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes () No (X)
- 9.31

If the response to 9.3 is Yes , provide the nature of any waiver (s) .

.....
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent , subsidiaries or affiliates on Page 2 of this statement?

Yes (X) No ()
- 10.2

If yes , indicate the amounts receivable from parent included in the Page 2 amount:

\$ 2,088,542

INVESTMENT

- 11.1

Has there been any change in the reporting entity's own preferred or common stock?

Yes () No (X)
- 11.2

If yes , explain

.....
.....
- 12.1

Were any of the stocks , bonds , or other assets of the reporting entity loaned , placed under option agreement , or otherwise made available for use by another person?
(Exclude securities under securities lending agreements .)

Yes () No (X)
- 12.2

If yes , give full and complete information relating thereto:

.....
.....
13.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
14.

Amount of real estate and mortgages held in short-term investments:

\$
- 15.1

Does the reporting entity have any investments in parent , subsidiaries and affiliates?

Yes (X) No ()
- 15.2

If yes , please complete the following:
- | | 1
Prior Year-End Book/
Adjusted Carrying Value | 2
Current Quarter Book/
Adjusted Carrying Value |
|--|--|---|
| 15.21 Bonds | \$ | \$ |
| 15.22 Preferred Stock | \$ | \$ |
| 15.23 Common Stock | \$ 8,468,093 | \$ 8,383,405 |
| 15.24 Short-Term Investments | \$ | \$ |
| 15.25 Mortgage Loans on Real Estate | \$ | \$ |
| 15.26 All Other | \$ 6,602,332 | \$ 7,333,400 |
| 15.27 Total Investment in Parent , Subsidiaries and Affiliates (Subtotal Line 15.21 to Line 15.26) | \$ 15,070,425 | \$ 15,716,805 |
| 15.28 Total Investment in Parent included in Line 15.21 to Line 15.26 above | \$ | \$ |
- 16.1

Has the reporting entity entered into any hedging transactions reported on schedule DB?

Yes () No (X)
- 16.2

If yes , has a comprehensive description of the hedging program been made available to the domiciliary state?

If no , attach a description with this statement.

Yes () No ()

GENERAL INTERROGATORIES (continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted .)

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices , vaults or safety deposit boxes, were all stocks , bonds and other securities , owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General , Section IV .J-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes (X) No ()

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian (s)	2 Custodian Address
MELLON BANK	ONE MELLON CENTER, PITTSBURGH, PA 15258-0001
.....
.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....
.....
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes () No (X)

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....
.....
.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name (s)	3 Address
104474	SANFORD BERNSTEIN & CO, INC	ONE NORTH LEXINGTON AVE, WHITE PLAINS, NY 10601
2587	PIMCO ADVISORS DISTRIBUTORS LLC	2187 ATLANTIC ST 7TH FLOOR STAMFORD CT 06902
.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes (X) No ()

18.2 If no, list exceptions:

.....
.....

GENERAL INTERROGATORIES - Line 4.2 (Continued)

¹ Name of Entity	² NAIC Company Code	³ State of Domicile
--------------------------------	-----------------------------------	-----------------------------------

4.2 - Entities that have ceased to exist as a result of the merger or consolidation

GENERAL INTERROGATORIES - Line 8.4 (Continued)

¹ Affiliate Name	² Location (City, State)	³ FRB	⁴ OCC	⁵ OTS	⁶ FDIC	⁷ SEC
--------------------------------	--	---------------------	---------------------	---------------------	----------------------	---------------------

8.4 - Names and location of any affiliates regulated by a federal regulatory services agency.

GENERAL INTERROGATORIES - Line 17.1 (continued)

¹ Name of Custodian(s)	² Custodian Address
--------------------------------------	-----------------------------------

Agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook
MELLON BANK ONE MELLON CENTER, PITTSBURGH, PA 15258-0001
17.1 - Agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook

GENERAL INTERROGATORIES - Line 17.2 (continued)

¹ Name(s)	² Location(s)	³ Complete Explanation(s)
-------------------------	-----------------------------	---

17.2 - Agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook

GENERAL INTERROGATORIES - Line 17.4 (continued)

¹ Old Custodian	² New Custodian	³ Date of Change	⁴ Reason
-------------------------------	-------------------------------	--------------------------------	------------------------

17.4 - Changes, including name changes, in the custodian(s) identified in 17.1 during current quarter

GENERAL INTERROGATORIES - Line 17.5 (continued)

¹ Central Registration Depository	² Name(s)	³ Address
--	-------------------------	-------------------------

Investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments
N/A LONGWOOD INVESTMENT ADVISORS 3 RADNOR CORP CENTER, PITTSBURGH, PA
104474 SANFORD BERNSTEIN & CO, INC ONE NORTHE LEXINGTON AVE, WHITE PLANIS, NY 10601
25587 PIMCON ADVISORS DISTRIBUTORS LLC 2187 ATLANTIC ST. 7TH FLOOR, STAMFORD, CT 06902
28832 JANUS DISTRIBUTORS LLC PO BOX 173401 DENVER, CO 80217
N/A WESTERN ASSET MANAGEMENT CO 117 E COLORADO BLVD, PASADENA, CA 91105
(continues)

GENERAL INTERROGATORIES - Line 17.5 (continued)

1 Central Registration Depository	2 Name(s)	3 Address
Investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments (continued)		
N/A	TUST COMPANY OF THE WEST	865 S. FIGUEROA ST, LOS ANGELES, CA 90017
17.5 - Investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments		

SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,615,485	3,015,729
2. Increase (decrease) by adjustment	(200,122)	(400,244)
3. Cost of acquired		
4. Cost of additions to and permanent improvements		
5. Total profit (loss) on sales		
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales		
8. Book/adjusted carrying value at end of current period	2,415,363	2,615,485
9. Total valuation allowance		
10. Subtotal (Line 8 plus Line 9)	2,415,363	2,615,485
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	2,415,363	2,615,485

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after a		
3. Accrual of discount and mortgage interest		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during t		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange		
9. Book value/recorded investment excluding		
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)		
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

SCHEDULE BA - VERIFICATION

Other Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	7,294,899	6,321,502
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		650,000
2.2. Additional investment made after acquisitions		
3. Accrual of discount		
4. Increase (decrease) by adjustment	38,501	432,947
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		109,550
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period	7,333,400	7,294,899
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)	7,333,400	7,294,899
12. Total nonadmitted amounts		692,567
13. Statement value of long term invested assets at end of current period (Page 2, Line 7, Column 3)	7,333,400	6,602,332

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	22,480,211	24,141,329
2. Cost of bonds and stocks acquired	1,349,886	12,797,956
3. Accrual of discount		
4. Increase (decrease) by adjustment	91,635	37,874
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal	9,440	34,460
7. Consideration for bonds and stocks disposed of	6,223,327	14,531,408
8. Amortization of premium		
9. Book/adjusted carrying value, current period	17,707,845	22,480,211
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)	17,707,845	22,480,211
12. Total nonadmitted amounts		
13. Statement value	17,707,845	22,480,211

SCHEDULE D - PART 1B

Showing the Acquisitions , Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1.....	35,464,502	533,347	110,874	7,498	35,464,502	35,894,473		40,312,142
2. Class 2.....								
3. Class 3.....								
4. Class 4.....								
5. Class 5.....								
6. Class 6.....								
7. Total Bonds.....	35,464,502	533,347	110,874	7,498	35,464,502	35,894,473		40,312,142
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....								
15. Total Bonds and Preferred Stock.....	35,464,502	533,347	110,874	7,498	35,464,502	35,894,473		40,312,142

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals .....	.35,894,473	X X X	.35,894,473	781,717	.....

SCHEDULE DA - PART 2 - VERIFICATION

Short-Term Investments Owned

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year	40,312,142	44,070,210
2. Cost of short-term investments acquired	6,941,504	137,989,782
3. Increase (decrease) by adjustment	(11,187,560)	.....
4. Increase (decrease) by foreign exchange adjustment .....	.....	.....
5. Total profit (loss) on disposal of short-term investments .....	.....	.....
6. Consideration received on disposal of short-term investments	171,613	141,747,850
7. Book / adjusted carrying value, current period	35,894,473	40,312,142
8. Total valuation allowance .....	.....	.....
9. Subtotal (Line 7 plus Line 8)	35,894,473	40,312,142
10. Total nonadmitted amounts .....	.....	.....
11. Statement value (Line 9 minus Line 10)	35,894,473	40,312,142
12. Income collected during period	781,717	1,922,458
13. Income earned during period	781,717	1,922,458

Page 15

Schedule DB , Pt. F , Section 1 , Replicated (Synthetic) Assets Open
NONE

Page 16

Sch. DB, Pt. F, Sn. 2, Reconciliation Replicated (Syn.) Assets
NONE

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
0199998 - Life and Annuity - Affiliates						
0299998 - Life and Annuity - Non-Affiliates						
0399998 - Accident and Health - Affiliates						
Accident and Health - Non-Affiliates						
93440	06-1041332	01/01/2007	HM LIFE INSURANCE COMPANY	PITTSBURGH, PA	SSL/A/G	Yes
0499998 - Accident and Health - Non-Affiliates						
0599998 - Property/Casualty - Affiliates						
0699998 - Property/Casualty - Non-Affiliates						

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			1	Direct Business Only Year to Date							
			2	3	4	5	6	7	8	9	
States, Etc.			Is Insurer Licensed ? (Yes or No)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Column 2 Through Column 7	Deposit-Type Contracts
1.	Alabama	AL	No								
2.	Alaska	AK	No								
3.	Arizona	AZ	No								
4.	Arkansas	AR	No								
5.	California	CA	No								
6.	Colorado	CO	No								
7.	Connecticut	CT	No								
8.	Delaware	DE	No								
9.	District of Columbia	DC	No								
10.	Florida	FL	No								
11.	Georgia	GA	No								
12.	Hawaii	HI	No								
13.	Idaho	ID	No								
14.	Illinois	IL	No								
15.	Indiana	IN	No								
16.	Iowa	IA	No								
17.	Kansas	KS	No								
18.	Kentucky	KY	No								
19.	Louisiana	LA	No								
20.	Maine	ME	No								
21.	Maryland	MD	No								
22.	Massachusetts	MA	No								
23.	Michigan	MI	Yes	112,387,673						112,387,673	
24.	Minnesota	MN	No								
25.	Mississippi	MS	No								
26.	Missouri	MO	No								
27.	Montana	MT	No								
28.	Nebraska	NE	No								
29.	Nevada	NV	No								
30.	New Hampshire	NH	No								
31.	New Jersey	NJ	No								
32.	New Mexico	NM	No								
33.	New York	NY	No								
34.	North Carolina	NC	No								
35.	North Dakota	ND	No								
36.	Ohio	OH	No								
37.	Oklahoma	OK	No								
38.	Oregon	OR	No								
39.	Pennsylvania	PA	No								
40.	Rhode Island	RI	No								
41.	South Carolina	SC	No								
42.	South Dakota	SD	No								
43.	Tennessee	TN	No								
44.	Texas	TX	No								
45.	Utah	UT	No								
46.	Vermont	VT	No								
47.	Virginia	VA	No								
48.	Washington	WA	No								
49.	West Virginia	WV	No								
50.	Wisconsin	WI	No								
51.	Wyoming	WY	No								
52.	American Samoa	AS	No								
53.	Guam	GU	No								
54.	Puerto Rico	PR	No								
55.	U. S. Virgin Islands	VI	No								
56.	Northern Mariana Islands	MP	No								
57.	Canada	CN	No								
58.	Aggregate Other Alien	OT	X X X								
59.	Subtotal		X X X	112,387,673						112,387,673	
60.	Reporting entity contributions for Employee Benefit Plans		X X X								
61.	Total (Direct Business)	(a)	1	112,387,673						112,387,673	
DETAILS OF WRITE-INS											
5801.											
5802.											
5803.											
5898. Summary of remaining write-ins for Line 58 from overflow page											
5899. Total (Line 5801 through Line 5803 plus Line 5898) (Line 58 above)											

(a) Insert the number of yes responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES
OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

PART 1 - ORGANIZATIONAL CHART

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing . However , in the event that your company does not transact the type of business for which the special report must be filed , your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below . If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATIONS and provide an explanation following the interrogatory questions .

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	YES

EXPLANATIONS:

.....

BAR CODE:

Document Identifier 365:

Page E01

Sch. A, Pt. 2, Real Estate Acquired
NONE

Sch. A, Pt. 3, Real Estate Sold
NONE

Page E02

Schedule B, Part 1, Mortgage Loans Acquired
NONE

Schedule B, Part 2, Mortgage Loans Sold
NONE

Page E03

Sch. BA, Pt. 1, Other Long-Term Invested Assets Acquired
NONE

Sch. BA, Pt. 2, Other Long-Term Invested Assets Sold
NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Common Stocks - Banks, Trust and Insurance Companies (Unaffiliated)									
060505-10-4	BANK OF AMERICA CORP		04/24/2007	CITATION GROUP, NEW	200.000	10,186			L
222372-10-4	COUNTRYWIDE FINANCIAL CORP		06/05/2007	VARIOUS	275.000	10,431			L
31620R-10-5	FIDELITY NATIONAL FINANCIAL INC		04/20/2007	LIQUIDNET INC, BROOK	175.000	4,598			L
89417E-10-9	TRAVELERS COS INC/THE		06/21/2007	VARIOUS	200.000	10,872			L
939322-10-3	WASHINGTON MUTUAL INC		06/07/2007	PIPELINE TRADING SYS	150.000	6,465			L
6799999	Subtotal - Common Stocks - Banks, Trust and Insurance Companies (Unaffiliated)					42,552			
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
166764-10-0	CHEVRON CORP		05/29/2007	CREDIT SUISSE FIRST	50.000	4,028			L
260543-10-3	DOW CHEMICAL CO/THE		06/11/2007	VARIOUS	300.000	13,677			L
31410H-10-1	FEDERATED DEPARTMENT STORES INC		05/07/2007	SALOMON BROTHERS INC	125.000	5,509			L
48666K-10-9	KB HOME		05/10/2007	CREDIT SUISSE FIRST	100.000	4,353			L
50075N-10-4	KRAFT FOODS INC		05/22/2007	VARIOUS	425.000	14,154			L
55616P-10-4	MACY'S INC		06/07/2007	VARIOUS	475.000	20,317			L
565849-10-6	MARATHON OIL CORP		05/22/2007	CREDIT SUISSE FIRST	30.000	3,518			L
58155Q-10-3	MCKESSON CORP		06/26/2007	VARIOUS	200.000	12,203			L
58552D-73-9	MELLON INSTITUTIONAL FUNDS - THE BOSTON		06/28/2007	NON BROKER TRADE	323.000	8,422			L
666807-10-2	NORTHROP GRUMMAN CORP		06/27/2007	LIQUIDNET INC, BROOK	40.000	3,100			L
693390-59-3	PIMCO MODERATE DURATION FUND		06/29/2007	NON BROKER TRADE	4,422.000	43,481			L
717081-10-3	PFIZER INC		06/22/2007	VARIOUS	500.000	13,448			L
957663-70-1	WESTERN ASSET INTERMEDIATE BOND PORTFOLI		06/29/2007	NON BROKER TRADE	3,378.000	34,963			L
03937E-10-1	ARCELOR MITTAL	F	04/18/2007	WDR WARBURG DILLON R	50.000	2,665			L
902124-10-6	TYCO INTERNATIONAL LTD	F	05/07/2007	BANC OF AMERICA SECU	75.000	2,466			L
92857W-20-9	VODAFONE GROUP PLC	F	06/11/2007	CREDIT SUISSE FIRST	425.000	12,562			L
6899999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					198,866			
7299997	Subtotal - Common Stocks - Part 3					241,418			
7299999	Subtotal - Common Stocks					241,418			
7399999	Subtotal - Preferred and Common Stocks					241,418			
7499999	TOTALS					241,418			

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold , Redeemed or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book / Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B. /A. C. V. (11+12-13)	Total Foreign Exchange Change in B. /A. C. V.	Book / Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
Common Stocks - Banks, Trust and Insurance Companies (Unaffiliated)																					
172967-10-1	CITIGROUP INC		06/04/2007	LEHMAN BROTHERS INC	35.000	1,895		1,481	1,950	(468)			(468)		1,481		414	414	38		L
46625H-10-0	JPMORGAN CHASE & CO		06/01/2007	CREDIT SUISSE FIRST	125.000	6,481		4,917	6,038	(1,121)			(1,121)		4,917		1,564	1,564	85		L
867914-10-3	SUNTRUST BANKS INC		04/19/2007	VARIOUS	75.000	6,245		5,150	6,334	(1,184)			(1,184)		5,150		1,095	1,095	55		L
6799999	Subtotal - Common Stocks - Banks, Trust and Insurance Companies (Unaffiliated)					14,621		11,548	14,322	(2,773)			(2,773)		11,548		3,073	3,073	178		
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
00206R-10-2	AT&T INC		05/21/2007	VARIOUS	400.000	15,985		10,864	14,300	(3,436)			(3,436)		10,864		5,121	5,121	284		L
20030N-20-0	COMCAST CORP		06/19/2007	VARIOUS	225.000	6,128		4,799	6,282	(1,483)			(1,483)		4,799		1,329	1,329			L
20825C-10-4	CONOCOPHILLIPS		04/12/2007	LIQUIDNET INC, BROOK	70.000	4,871		2,060	5,037	(2,976)			(2,976)		2,060		2,810	2,810	29		L
228227-10-4	CROWN CASTLE INTERNATIONAL CORP		06/22/2007	LIQUIDNET INC, BROOK	125.000	4,372		3,006	4,038	(1,032)			(1,032)		3,006		1,367	1,367			L
31410H-10-1	MACY'S INC		06/01/2007	ID NUMBER CHANGE	325.000	14,396		14,396							14,396				19		L
487836-10-8	KELLOGG CO		06/05/2007	VARIOUS	250.000	13,255		10,964	12,515	(1,551)			(1,551)		10,964		2,290	2,290	109		L
580135-10-1	MCDONALD'S CORP		05/18/2007	CREDIT SUISSE FIRST	200.000	10,446		6,540	8,866	(2,326)			(2,326)		6,540		3,906	3,906			L
589331-10-7	MERCK & CO INC		06/04/2007	CREDIT SUISSE FIRST	200.000	10,342		5,992	8,720	(2,728)			(2,728)		5,992		4,350	4,350	152		L
666807-10-2	NORTHROP GRUMMAN CORP		05/07/2007	SALOMON BROTHERS INC	60.000	4,483		3,573	4,062	(489)			(489)		3,573		910	910	22		L
713448-10-8	PEPSICO INC		05/02/2007	CREDIT SUISSE FIRST	50.000	3,343		2,413	3,128	(714)			(714)		2,413		930	930	30		L
742718-10-9	PROCTER & GAMBLE CO		05/18/2007	VARIOUS	250.000	15,850		14,019	16,068	(2,048)			(2,048)		14,019		1,831	1,831	148		L
832727-10-1	SMURFIT-STONE CONTAINER CORP		04/26/2007	LIQUIDNET INC, BROOK	175.000	2,125		2,122	1,848	274					2,122		3	3			L
055622-10-4	BP PLC	F	06/19/2007	PIPELINE TRADING SYS	115.000	8,000		6,297	7,717	(1,419)			(1,419)		6,297		1,703	1,703	142		L
654902-20-4	NOKIA OYJ	F	04/19/2007	WDR WARBURG DILLON R	125.000	3,089		2,641	2,540	101			101		2,641		448	448			L
D1668R-12-3	DAIMLERCHRYSLER AG	F	05/15/2007	VARIOUS	150.000	12,602		7,360	9,212	(1,851)			(1,851)		7,360		5,241	5,241	237		L
6899999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					129,287		97,046	104,333	(21,678)			(21,678)		97,046		32,239	32,239	1,172		
7299997	Subtotal - Common Stocks - Part 4					143,908		108,594	118,655	(24,451)			(24,451)		108,594		35,312	35,312	1,350		
7299999	Subtotal - Common Stocks					143,908		108,594	118,655	(24,451)			(24,451)		108,594		35,312	35,312	1,350		
7399999	Subtotal - Preferred and Common Stocks					143,908		108,594	118,655	(24,451)			(24,451)		108,594		35,312	35,312	1,350		
7499999	TOTALS					143,908		108,594	118,655	(24,451)			(24,451)		108,594		35,312	35,312	1,350		

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues

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Schedule DB, Part A, Section 1
NONE

Schedule DB, Part B, Section 1
NONE

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Schedule DB, Part C, Section 1
NONE

Schedule DB, Part D, Section 1
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
Name	Location and Supplemental Information					First Month	Second Month	Third Month	
Open Depositories									
COMERICA BANK	LANSING, MICHIGAN					12,030,416	17,480,907	11,989,246	
CHASE MANHATTAN BANK	LANSING, MICHIGAN					144,768	64,538	234,282	
NATIONAL CITY BANK	LANSING, MICHIGAN					50,125	50,696	50,536	
0199999 - TOTAL - Open Depositories						12,225,309	17,596,141	12,274,064	
0399999 - TOTAL Cash on Deposit						12,225,309	17,596,141	12,274,064	
0599999 - TOTALS						12,225,309	17,596,141	12,274,064	

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Schedule E, Part 2, Cash Equivalents
NONE



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30 , 2007 OF THE Physicians Health Plan of Mid-Michigan

MEDICARE PART D COVERAGE SUPPLEMENT

NAIC Group Code: 3408 NAIC Company Code: 95849

	1	2	3	4	5
	Individual Coverage		Group Coverage		Total Cash
	Insured	Uninsured	Insured	Uninsured	
1. Premiums Collected	<div>NONE</div>				XXX
2. Earned Premiums					XXX
3. Claims Paid					XXX
4. Claims Incurred					XXX
5. Reinsurance Coverage and Low Income (
Claims Paid Net of Reimbursements App					
6. Aggregate Policy Reserves - Change ...					XXX
7. Expenses Paid					XXX
8. Expenses Incurred					XXX
9. Underwriting Gain or Loss					XXX
10. Cash Flow Results	XXX	XXX	XXX	XXX	

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ due from CMS or \$ due to CMS